



State of Utah

DEPARTMENT OF COMMERCE

Division of Corporations & Commercial Code

Information on Conversion for Nonprofit Corporations

This applies only to Corporation Domestic Nonprofit's. This guide sheet is intended to provide you with information about how to convert from a Nonprofit Corporation to a Profit Corporation in the State of Utah (U.C.A. Section 16-6a-1008). This guide-sheet is not intended to substitute nor replace the advice of legal counsel.

You must file an amendment to the Articles of Incorporation which must include the following information:

- a. Revise the statement of purpose;
- b. Remove the authorization for members and any provisions relating to membership;
- c. State the number of authorized shares and class (U.C.A. Section 16-10a-601).

If the nonprofit corporation has any voting members, an amendment to convert to a profit corporation must be approved by all of the members {U.C.A. Section 16-6a-1008(3)}.

An amendment to the Articles of Incorporation for conversion can be included in a merger agreement, **except that any cancellations or conversions of memberships must be made in the merger agreement and not in the amendment of the Articles of Incorporation.**

Where to file: You may file one set of the amendment to the Articles of Incorporation in person, by mail or fax. Please include the non-refundable processing fee of \$17.00 with you Articles of Amendment. **If you are faxing you must include, on a cover sheet, the number of a Visa or MasterCard with the date of expiration.**

FREE! You may visit our Web Site for this document and access other information.

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